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*Proposed Counsel for the Official Committee  
of Unsecured Creditors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.:
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**SUPPLEMENTAL DECLARATION OF THOMAS MOERS MAYER  
IN SUPPORT OF APPLICATION FOR ORDER APPROVING  
RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedures, THOMAS MOERS MAYER, declares:

1. I am an attorney at law admitted to practice in the State of New York and am a member of the law firm of Kramer Levin Naftalis & Frankel LLP ("**Kramer Levin**"), which is located at 1177 Avenue of the Americas, New York, New York 10036. I make this declaration (the "**Supplemental Declaration**") in further support of the application dated June 17, 2009 of the duly-appointed Official Committee of Unsecured Creditors (the "**Committee**") in the chapter 11 cases of the above captioned debtors and debtors-in-possession seeking an order authorizing the retention of Kramer Levin as counsel to the Committee in compliance with sections 328 and

1103 of title 11 of the United States Code (the “**Bankruptcy Code**”) and to supplement the disclosures contained in my declaration dated June 17, 2009 (the “**Declaration**”) required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon Kramer Levin’s completion of further analysis or as additional creditor information becomes available, one or more supplemental declarations will be submitted to the court reflecting the same.

2. As noted in the Declaration, Kramer Levin is counsel to the Official Committee of Unsecured Creditors of Chrysler LLC and certain of its affiliates (the “**Chrysler Committee**”). To the best of my knowledge, information, and belief, no actual conflict of interest exists with respect to the simultaneous representation of the constituents and interests represented by the Chrysler Committee and the Committee. In the event an issue arises in the future, such issue will be addressed by conflicts counsel retained by the Committee and not by Kramer Levin. In addition, to the extent Kramer Levin is provided with information subject to confidentiality restrictions in connection with its representation of the Chrysler Committee, Kramer Levin will not disclose that information to the Committee.

3. In conclusion, insofar as I have been able to ascertain and subject to the disclosures contained herein and in the Declaration, neither Kramer Levin nor any member, counsel or associate thereof, represents any interest adverse to the Debtors herein, or their estates, in the matters upon which Kramer Levin is to be engaged. Accordingly, I believe Kramer Levin is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
and correct.

Dated: New York, New York  
June 28, 2009

/s/ Thomas Moers Mayer  
Thomas Moers Mayer